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November 17, 2000

VIA OVERNIGHT DELIVERY

RECEIVED

Mr. Martin Huelsmann
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40602-0615
(502) 564-3940

NOV 20 2000

PUBLIC SERVICE
COMMISSION

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9500

Re: Everest Broadband Networks of Kentucky, Inc.

Dear Mr. Huelsmann:

Enclosed please find for filing one original and eleven (11) copies of Everest Broadband Networks of Kentucky, Inc.'s Filing Requirements to Operate as a Reseller and Facilities-based Provider of Interexchange and Local Exchange Telecommunications Services within the Commonwealth of Kentucky.

- (1) Everest Broadband Networks of Kentucky, Inc., respectfully requests approval from the Kentucky Public Service Commission in accordance with 807 KAR 5:001, Section 8, KRS 278.030(2), KRS 278.160, and KRS 278.512, for authority to operate as a reseller and facilities-based provider of interexchange and local exchange telecommunications services. The name and address of the company are as follows: Everest Broadband Networks of Kentucky, Inc., One Executive Drive, Fort Lee, New Jersey 07024.
- (2) The name, address, telephone number and fax number of the responsible contact for complaints and regulatory issues is Jeffrey A. Feldman, President & CEO, Everest Broadband Networks of Kentucky, Inc., One Executive Drive, Fort Lee, New Jersey 07024, (201) 944-6477 (Phone), (201) 944-7469 (Fax).
- (3) Copies of Everest Broadband Networks of Kentucky, Inc.'s Certificate of Incorporation and Certificate of Authority issued by the Secretary of State are attached hereto as Exhibit A.

Mr. Martin Huelmann
Executive Director
Kentucky Public Service Commission
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- (4) The names and qualifications of operating personnel and any other evidence to show Applicant has financial, technical, and managerial abilities to provide adequate, reasonable, and efficient service: Attached hereto as Exhibit B are biographies for key management personnel of Everest Broadband Networks of Kentucky, Inc., that demonstrate the technical and managerial abilities to provide adequate, reasonable, and efficient service.
- (5) Attached hereto as Exhibit C are initial interexchange and local exchange tariffs for Everest Broadband Networks of Kentucky, Inc.
- (6) Interconnection / Resale Agreement. Everest Broadband Networks of Kentucky, Inc. has not yet entered into Interconnection and/or Resale Agreements with the incumbent local exchange carriers in Kentucky.
- (7) A notarized statement by Jeffrey A. Feldman, President & CEO for Everest Broadband Networks of Kentucky, Inc., regarding intrastate service is attached hereto as Exhibit D.
- (8) Everest Broadband Networks of Kentucky, Inc., intends to provide interexchange and local exchange telecommunications services to business and residential telecommuter customers.
- (9) Everest Broadband Networks of Kentucky, Inc. will provide telecommunications services utilizing unbundled network elements purchased from the incumbent local exchange carriers and its own facilities. Everest Broadband Networks of Kentucky, Inc. will also provide interexchange and local exchange telecommunications services on a resale basis.
- (10) Everest Broadband Networks of Kentucky, Inc., will comply with the monitoring requirements of the Kentucky Administrative Code 355.

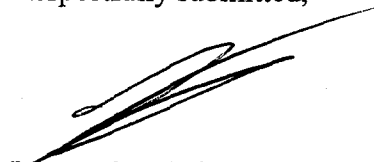
Mr. Don Mills
Executive Director
Kentucky Public Service Commission
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- (11) Everest Broadband Networks of Kentucky, Inc. does not seek to provide operator assisted services to traffic aggregators as defined in Adm. Case No. 330

I have also enclosed an extra copy of this letter to be date-stamped and returned to me in the enclosed preaddressed, postage-prepaid envelope.

If you have any questions or if I may provide you with additional information, please do not hesitate to contact me. Thank you.

Respectfully submitted,



Lance J.M. Steinhart
Attorney for Everest Broadband Networks of Kentucky, Inc.

Enclosures

cc: Jeffrey A. Feldman

EXHIBIT A

Copy of the Certificate of Incorporation and Certificate of Authority from Kentucky Secretary of State for Everest Broadband Networks of Kentucky, Inc.

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

0502929.09

BOOK 00565 00510



John Y. Brown III
Secretary of State
Received and Filed
09/29/2000 01:19 PM
Fee Receipt: \$90.00
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APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for authority to transact business in Kentucky on behalf of the corporation named below and for that purpose submits the following statements:

1. The corporation is ☒ a business corporation (KRS 271B). ☐ a nonprofit corporation (KRS 273).
☐ a professional service corporation (KRS 274).
2. The name of the corporation is Everest Broadband Networks of Kentucky, Inc.
3. The name of the corporation to be used in Kentucky is Everest Broadband Networks of Kentucky, Inc.
(If "real name" is unavailable for use)
4. Delaware is the state or country under whose law the corporation is incorporated.
5. 9/22/00 is the date of incorporation and the period of duration is Perpetual
6. The street address of the corporation's principal office is
One Executive Drive, Suite 170, Fort Lee, New Jersey 07024
7. The street address of the corporation's registered office in Kentucky is
c/o C T Corporation System, Kentucky Home Life Building, Louisville, KY 40202
and the name of the registered agent at that office is

C T CORPORATION SYSTEM

8. The names and usual business addresses of the corporation's current officers and directors are as follows:

President	<u>See Schedule A</u>	
Vice President		
Secretary		
Treasurer		
Directors		

(Attach a continuation sheet, if necessary)

9. If a professional service corporation, all the individual shareholders, not less than one half of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.

10. A certificate of existence duly authenticated by the Secretary of State accompanies this application.

11. This application will be effective upon filing, unless a delayed effective date and/or time is specified:
(Delayed effective date and/or time)

Alan J. Scrim
Signature
Alan J. Scrim Vice President
Type or Print Name & Title
Date: September 26, 2000

1. C T CORPORATION SYSTEM consent to serve as the registered agent on behalf of the corporation.
Type or print name of registered agent

James M. Holden
Signature of Registered Agent
James M. Holden Asst. Secretary
Type or Print Name & Title

**CERTIFICATE OF INCORPORATION
OF
EVEREST BROADBAND NETWORKS OF KENTUCKY, INC.**

FIRST: The name of the corporation is Everest Broadband Networks of Kentucky, Inc. (hereinafter the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, as amended.

FOURTH: The total number of shares of all classes of capital stock which the corporation shall have the authority to issue is one thousand (1,000) shares of common stock with a par value of \$0.01 per share.

FIFTH: The name and address of the incorporator is Rob Varigan, Sidley & Austin, Bank One Plaza, Chicago, Illinois, 60603.

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized (i) to make, alter, or repeal the By-laws of the Corporation, subject to any specific limitation on such power contained in any By-laws adopted by the stockholders, and (ii) to provide for the indemnification of directors, officers, employees, and agents of the Corporation to the full extent permitted by the General Corporation Law of Delaware, as amended, or any other applicable law, as may from time to time be in effect. Elections of directors need not be by written ballot unless the By-laws of the Corporation so provide.

SEVENTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be diminished or limited to the fullest extent permitted by the General Corporation Law of Delaware, as so amended. Any repeal or modification of this Article Seven by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

EIGHTH: Each person who is or was a director or officer of the Corporation, and each person who serves or served at the request of the Corporation as a director or officer of another enterprise, shall be indemnified by the Corporation in accordance with, and to the fullest extent authorized by, the General Corporation Law of Delaware as it may be in effect from time to time.

NINTH: The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the incorporator named above, has executed this Certificate as of this 22 day of September, 2000.

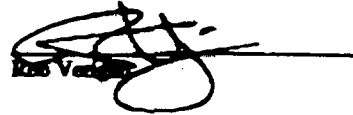

Eric V. [unclear]

EXHIBIT B

EVEREST BROADBAND NETWORKS, INC. BIOGRAPHIES

JEFFREY A. FELDMAN, Ph.D. - President and Chief Executive Officer

Jeffrey Feldman has been instrumental in driving the formation and operation of Everest Broadband Networks since inception. He launched the company from Pequot Capital Management where he was a Senior Vice President of the firm and a member of the General Partner in Pequot's venture fund. Dr. Feldman joined the Pequot family of funds in 1998 coming from Digital Media Capital, LLC where he led investments in Critical Path and Sandpiper Networks. He has been active in early-stage investments in the communications sector, specifically those that target ISPs, telecommunications carriers and other broadband service providers. He has been involved in several of Pequot's private equity investments including Alidian Networks*, Arrowpoint Communications, Elastic Networks, Ennovate Networks*, Millennium Optical Networks*, Sycamore Networks and Tellium*. Dr. Feldman received his B.S. degree and Ph. D. from the University of Connecticut and his M.B.A. from the Yale School of Management. *current board member

ALAN J. SCRIME - Executive Vice President, Network and Communications Services

Alan Scime joined Everest from Bell Atlantic's Data Solutions Group, where he was Executive Director of Product Development. His career in the telecommunications industry spans nearly 35 years, including senior positions with NYNEX, AT&T, Bell Laboratories and Bellcore. Mr. Scime received his B.S. degree in electrical engineering from Union College in Schenectady, NY, M.S. in Computer Science from Rutgers University, and his M.B.A. from Fairleigh Dickinson University.

HERBERT M. HIRSCH - Executive Vice President, Sales

Herbert Hirsch joined Everest with an extensive background in telecommunications and real estate services. Mr. Hirsch was the president of International Business Phone and Long Distance Services, Inc., a company he founded in 1976. While at International Business, he served on the advisory board of Teleco, the largest dealer of Toshiba products in North America. Earlier in his career, Mr. Hirsch was the director of operations for VIKOA, Inc., a pioneer in the interconnect and cable television industry, then listed on the American Stock Exchange. Mr. Hirsch received his B.S. degree from the New York Institute of Technology.

STEVEN REICHMANN - Executive Vice President, Everest Broadband Networks Canada, Ltd.

Steven Reichmann was involved in the Reichmann family-owned business, until 1992. In 1992, Mr. Reichmann and Mr. Bruce Bronfman became controlling shareholders in National Hav-Info Communications, a Montreal-based high-tech communications company. They successfully brought the company public, first in Montreal and subsequently on the Toronto Stock Exchange.

RASHMI DOSHI, Ph.D. - Chief Technology Officer

Dr. Rashmi Doshi was previously an executive director of Bell Atlantic Corporation, where he was responsible for the development of advanced high-speed data communications networks, including Bell Atlantic's Digital Subscriber Line (DSL) networks. Dr. Doshi has more than 25 years of experience in the research, design, and development of communications products and systems. He has also held positions with IPC Communications Ltd., Nortel and British Telecom.

Dr. Doshi was a research fellow at Imperial College, University of London, and received his B.S. degree from the University of London and his Ph.D. in electronics from the University of Southampton, England.

HAMID MODARRESSI - Vice President, Network Operations

Hamid Modarressi joined Everest from Bell Atlantic Global Networks, Inc., where he held the position of Vice President and Chief Information Officer. Prior to Bell Atlantic, he served as executive director of NYNEX Science & Technology, where he was in charge of the development of advanced network management and engineering systems. Mr. Modarressi received both his B.S. degree in electrical engineering and M.B.A. from Columbia University.

JOSEPH P. VARELLO - Vice President, Corporate Relations and Business Development

Joseph Varello is responsible for corporate strategic alliances, partnerships and acquisitions. Mr. Varello joined Everest with more than 13 years of experience in telecommunications product management and new product development. In his previous position as a Director at Bell Atlantic Internetworks, Mr. Varello was responsible for developing and marketing IP-based application services for the commercial marketplace. Mr. Varello received his B.A. degree in communications from Towson University.

JAMES SZELIGA - Vice President, Marketing

Prior to joining Everest, James Szeliga was Vice President and General Manager of North American operations for Orckit Communications Inc. Mr. Szeliga has more than 25 years of experience in high technology, including positions as Director of Marketing for General DataComm, President and CEO of Applied Spectrum Technologies and General Manager of Local Digital Distribution Company, a provider of wireless TDMA systems for the local loop. Mr. Szeliga received his Master of Technology Administration from American University, Washington D.C.

THOMAS GAUGHAN - Vice President, Access Sales

Tom Gaughan joined Everest with more than 15 years of experience in sales, sales management and business development in the information technology field. Prior to joining Everest, Mr. Gaughan directed the sales team for a network integration firm, which built a \$50 million integration business in four years. Prior thereto, he held various sales and business development positions with IBM and Hitachi Data Systems. Mr. Gaughan received his B.S. degree in accounting from Boston College.

JAMES HINES - Vice President, Tenant Solutions

James Hines joined Everest from a large Cisco "Gold" systems integrator, where he was Director of Sales. Previously, Mr. Hines was the founding President of System Integration Group, a provider of network integration services and hardware. Prior thereto, Mr. Hines was Product Director for NYNEX, where he led the development of the first frame relay product to be offered by a local exchange company. Mr. Hines received his degree in marketing from Fordham University.

DAYNA KULLY - Vice President, Hospitality Group

Dayna Kully joined Everest with over 20 years of experience in sales and strategic planning in the telecommunications industry, specializing in the Hospitality and Healthcare markets. Ms. Kully played a major role in the development and management of top tier regional and national accounts with AT&T, GE/RCA, & WilTel. In partnership with another industry professional, Ms. Kully also created a firm offering immediate, expert assistance in the strategic marketing of telecommunications products to hospitality clients. Prior to joining Everest, Ms. Kully was part of the Nortel Networks Optical Group, which was directly credited for substantial improvements in the entire firm's capitalization and stock value. Ms. Kully received her Bachelor's degree in Economics from the University of California at Berkeley.

GERALD A. POCH

Jerry Poch is a Principal with Pequot Capital and Portfolio Manager of Pequot Private Equity Fund and Pequot Offshore Private Equity Fund. Prior to joining the Pequot family of funds in 1998, Mr. Poch was the Chairman, President, and CEO of GE Capital Information Technology Solutions. Until its acquisition by GE Capital in 1996, he was founder, Co-Chairman and Co-President of AmeriData Technologies, Inc. (NYSE: ADA.) From 1979 until 1983, Mr. Poch was Senior Vice President of TIE/communications, Inc. and President of Technicom, Inc., two public telecommunications companies.

EXHIBIT C

Proposed Tariffs for Everest Broadband Networks of Kentucky, Inc.

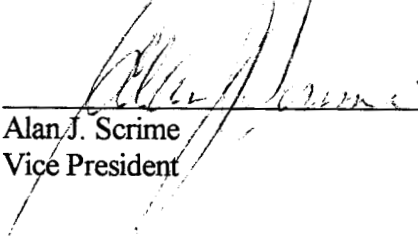
EXHIBIT D

A notarized statement by Jeffrey A. Feldman, President & CEO for Everest Broadband Networks of Kentucky, Inc., regarding intrastate service.

AFFIDAVIT

State of New Jersey)
County of Bergen) ss.

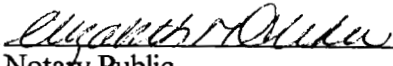
Alan J. Scrim, being duly sworn, deposes and says, on behalf of the Applicant, that he/she is the Vice President of Everest Broadband Networks of Kentucky, Inc., and that to the best of his/her knowledge and belief, Everest Broadband Networks of Kentucky, Inc., has not provided service to the public in the Commonwealth of Kentucky nor has Applicant ever received compensation for providing intrastate telecommunications services to the public in the Commonwealth of Kentucky.



Alan J. Scrim
Vice President

Subscribed and sworn to before me, this 6 day of November 2000.

My commission expires: _____
ELIZABETH M. SLIKER
NOTARY PUBLIC OF NEW JERSEY
NO. 2104551
MY COMM. EXP. 9/24/2002



Notary Public

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